

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE WESTERN DISTRICT OF TEXAS  
SAN ANTONIO DIVISION**

**IN RE:** § **CASE NO. 20-51780-RBK**  
§  
**EARTH ENERGY RENEWABLES, LLC** §  
§  
§  
§  
**DEBTOR** § **CHAPTER 11**  
§ **SUBCHAPTER V**

**MOTION TO INCUR UNSECURED DEBT  
PURSUANT TO 11 U.S.C. § 364(B)**

TO THE HONORABLE RONALD B. KING, CHIEF UNITED STATES BANKRUPTCY JUDGE:

NOW COMES EARTH ENERGY RENEWABLES, LLC, the Debtor in Possession in the above entitled and numbered Chapter 11, Subchapter V proceeding (“Debtor”), and files this its motion seeking the authority of the Court to incur unsecured debt under 11 U.S.C. § 364(b). In support of such requested relief, the Debtor would respectfully show the Court the following:

### SUMMARY OF RELIEF REQUESTED

The Debtor seeks authority to incur unsecured debt in the amount of \$60,000.00 to fund its regularly scheduled bi-monthly payroll along with associated payroll taxes on October 30, 2020.

## BACKGROUND AND ARGUMENT

1. These Chapter 11, Subchapter V proceedings were commenced by voluntary petition filed on October 20, 2020 (the “Petition Date”). At this time, the Debtor continues to operate its business and manage its assets as a debtor in possession pursuant to §§ 1107 and 1108 of the Bankruptcy Code. The Debtor has all of the rights, duties and powers of a trustee under § 1106 of the Bankruptcy Code, except as limited by 11 U.S.C. § 1107(a).
  2. The Debtor is a Texas limited liability company in the bio-chemical business and employs engineers, technicians, support staff and management.

3. The Debtor is scheduled to make a regular bi-monthly payroll on October 30, 2020, for employee labor performed between the dates October 16, 2020 and October 31, 2020, inclusive. That payroll, including both the employer and employee portions of payroll taxes is expected to total \$55,887.29. The proposed financing of \$60,000.00 would fully fund the projected payroll amount along with a cushion of \$4,112.71.

4. By Order entered October 29, 2020, this Court granted the Debtor's Motion for Authority to Disburse Payroll and Associated Payroll Taxes for Pre-Petition Period in the amount of \$55,887.29.

5. It is critical to the operation of the Debtor's business, and to the Debtor's reorganization efforts that it be permitted to fund this payroll as scheduled.

6. Jeffrey Wooley and John Wooley, who are the Managers of the Debtor and who also own membership interests in the Debtor, have indicated that they will loan the Debtor \$60,000.00.

**The terms of the proposed loan are as follows:**

<u>Term</u>	<u>Description</u>	<u>Location in Note</u>
Principal amount	\$60,000.00	Page 1, opening paragraph
Interest Rate:	8.0% per annum (default rate: 18.0%)	Page 1, opening paragraph
Maturity Date	January 29, 2021	Page 1, paragraph 2 ("Payment Schedule")
Security	None	Page 1, paragraph 8 ("Security")
Payment Schedule	One payment of principal and accrued, unpaid interest due at Maturity (01/29/2021)	Page 1, paragraph 2 ("Payment Schedule")

7. Debtor is unable to borrow additional funds on an unsecured basis under the conditions set forth in §§ 364(a) of the Code.

8. Attached as Exhibit 1 is the October 30, 2020 payroll broken down by employee (names are shown as numbers to preserve anonymity), salary or hourly rate and associated payroll.

9. Attached as Exhibit 2 is the proposed form of promissory note.

10. **Disclosure of Interests.** As noted above, the proposed lenders, Jeffrey Wooley and John Wooley, are the Managers of the Debtor and also own membership interests in the Debtor. Jeffrey Wooley owns 1,908,363 membership units in the Debtor. John Wooley owns 1,908,363 membership units in the Debtor. Together, they control an additional 104,165 membership units in the Debtor. The Debtor owes Jeffrey Wooley \$153,716.97 and John Wooley \$134,156.21.

WHEREFORE, PREMISES CONSIDERED, the Debtor prays that the Court, after notice and a hearing, enter an order authorizing the Debtor to incur unsecured debt in the amount of \$60,000.00 as set forth above and granting such other and further relief to which the Debtor might show itself to be entitled.

Dated: October 29, 2020.

Respectfully submitted,

/s/ Frank B. Lyon

Frank B. Lyon

Texas Bar No. 12739800

TWO FAR WEST PLAZA, Suite 170

Austin, Texas 78731

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frank@franklyon.com

ATTORNEY FOR THE DEBTOR IN POSSESSION,  
EARTH ENERGY RENEWABLES, LLC

**CERTIFICATE OF SERVICE**

I, Frank B. Lyon, the attorney for the Debtor, hereby certify that on the 29th day of October, 2020, a true and correct copy of the foregoing Motion was served upon the United States Trustee, Eric Terry (Subchapter V Trustee) and upon parties requesting notice, including John Melko on behalf of Ara EER Holdings, LLC, Deborah Williamson on behalf of Kemin Industries and Tara LeDay on behalf of Brazos County, through the Court's CM/ECF electronic noticing system.

I further certify that on the same date, a true and correct copy of the foregoing Motion was served via U.S. First Class Mail to the parties on the attached matrix.

I further certify that as soon as I have obtained a hearing date and time from the Court for the hearing on this Motion, I will serve copies of the Notice of Hearing on this Motion upon all parties entitled to notice under the Bankruptcy Rules and Local Rules of this Court, and that I will serve all such parties, including any affected creditor, with notice of the time and date of such hearing and the means to participate in such hearing remotely, and that promptly thereafter I will file a Certificate of Service to identify the parties served and the means by which they were served.

/s/ Frank B. Lyon  
Frank B. Lyon

## **EXHIBIT 1**

4:30 PM  
10/28/20

**EARTH ENERGY RENEWABLES LLC**  
**Payroll Summary**  
**October 29 - 31, 2020**

Employee	Hours #1	Rate	Oct 29 - 31, 20
<b>Employee Wages, Taxes and Adjustments</b>			
Gross Pay			
Administration Salaries		0.00	
Engineering Salary		0.00	
Plant Ops Salary		0.00	
R & D Labor		0.00	
Overtime (x1.5) hourly			
Plant Ops Hourly	16.00	25.50	408.00
Total Gross Pay	<u>80.00</u>	<u>17.00</u>	<u>1,360.00</u>
Adjusted Gross Pay	<u>96.00</u>		<u>1,768.00</u>
Taxes Withheld			
Federal Withholding		-125.00	
Medicare Employee		-25.64	
Social Security Employee		-109.62	
Medicare Employee Addl Tax		0.00	
Total Taxes Withheld		<u>-260.26</u>	
Net Pay	<u><u>96.00</u></u>		<u><u>1,507.74</u></u>
<b>Employer Taxes and Contributions</b>			
Federal Unemployment		0.00	
Medicare Company		25.64	
Social Security Company		109.62	
TX - Unemployment		0.00	
Total Employer Taxes and Contributions			<u><u>135.26</u></u>

4:30 PM  
10/28/20

**EARTH ENERGY RENEWABLES LLC**  
**Payroll Summary**  
**October 29 - 31, 2020**

<b>Employee</b>			#2		#3	
	<u>Hours</u>	<u>Rate</u>	<u>Oct 29 - 31, 20</u>	<u>Hours</u>	<u>Rate</u>	<u>Oct 29 - 31, 20</u>
<b>Employee Wages, Taxes and Adjustments</b>						
<b>Gross Pay</b>						
Administration Salaries			0.00			0.00
Engineering Salary			0.00			2,750.00
Plant Ops Salary			0.00			0.00
R & D Labor			0.00			0.00
Overtime (x1.5) hourly			0.00			0.00
Plant Ops Hourly			25.50			0.00
<b>Total Gross Pay</b>			<u>35.00</u>			<u>2,750.00</u>
<b>Adjusted Gross Pay</b>			<u>35.00</u>			<u>2,750.00</u>
<b>Taxes Withheld</b>						
Federal Withholding			-26.00			-316.00
Medicare Employee			-8.63			-39.87
Social Security Employee			-36.89			-170.50
Medicare Employee Addl Tax			0.00			0.00
<b>Total Taxes Withheld</b>			<u>-71.52</u>			<u>-526.37</u>
<b>Net Pay</b>			<u><u>35.00</u></u>			<u><u>2,223.63</u></u>
<b>Employer Taxes and Contributions</b>						
Federal Unemployment			0.00			0.00
Medicare Company			8.63			39.87
Social Security Company			36.89			170.50
TX - Unemployment			0.00			0.00
<b>Total Employer Taxes and Contributions</b>			<u><u>45.52</u></u>			<u><u>210.37</u></u>

4:30 PM  
10/28/20

**EARTH ENERGY RENEWABLES LLC**  
**Payroll Summary**  
**October 29 - 31, 2020**

<b>Employee</b>	<b>#4</b>		<b>#5</b>	
	<b>Hours</b>	<b>Rate</b>	<b>Hours</b>	<b>Rate</b>
<b>Employee Wages, Taxes and Adjustments</b>				
<b>Gross Pay</b>				
Administration Salaries	0.00	0.00	0.00	0.00
Engineering Salary	0.00	0.00	0.00	0.00
Plant Ops Salary	3,333.33	0.00	0.00	0.00
R & D Labor	0.00	7,500.00	0.00	0.00
Overtime (x1.5) hourly	0.00	0.00	0.00	0.00
Plant Ops Hourly	0.00	7,500.00	0.00	0.00
<b>Total Gross Pay</b>	<b>3,333.33</b>		<b>7,500.00</b>	
<b>Adjusted Gross Pay</b>	<b>3,333.33</b>		<b>7,500.00</b>	
<b>Taxes Withheld</b>				
Federal Withholding	-281.00	-481.00		
Medicare Employee	-48.34	-108.75		
Social Security Employee	-206.67	0.00		
Medicare Employee Addl Tax	0.00	0.00		
Total Taxes Withheld	<b>-536.01</b>		<b>-599.75</b>	
<b>Net Pay</b>	<b>2,197.32</b>		<b>6,910.25</b>	
<b>Employer Taxes and Contributions</b>				
Federal Unemployment	0.00	0.00		
Medicare Company	48.34	108.75		
Social Security Company	206.67	0.00		
TX - Unemployment	0.00	0.00		
Total Employer Taxes and Contributions	<b>255.01</b>		<b>108.75</b>	

4:30 PM  
10/28/20
**EARTH ENERGY RENEWABLES LLC**  
**Payroll Summary**  
**October 29 - 31, 2020**

<b>Employee</b>			#6		#7	
	<u>Hours</u>	<u>Rate</u>	<u>Oct 29 - 31, 20</u>	<u>Hours</u>	<u>Rate</u>	<u>Oct 29 - 31, 20</u>
<b>Employee Wages, Taxes and Adjustments</b>						
<b>Gross Pay</b>						
Administration Salaries			0.00			0.00
Engineering Salary			2,916.67			0.00
Plant Ops Salary			0.00			2,750.00
R & D Labor			0.00			0.00
Overtime (x1.5) hourly			0.00			0.00
Plant Ops Hourly			0.00			0.00
<b>Total Gross Pay</b>			<u>2,916.67</u>			<u>2,750.00</u>
<b>Adjusted Gross Pay</b>			<u>2,916.67</u>			<u>2,750.00</u>
<b>Taxes Withheld</b>						
Federal Withholding			-353.00			-321.00
Medicare Employee			-42.29			-39.87
Social Security Employee			-180.83			-170.50
Medicare Employee Addl Tax			0.00			0.00
Total Taxes Withheld			<u>-576.12</u>			<u>-531.37</u>
<b>Net Pay</b>			<u><u>2,340.55</u></u>			<u><u>2,218.63</u></u>
<b>Employer Taxes and Contributions</b>						
Federal Unemployment			0.00			0.00
Medicare Company			42.29			39.87
Social Security Company			180.83			170.50
TX - Unemployment			0.00			0.00
Total Employer Taxes and Contributions			<u><u>223.12</u></u>			<u><u>210.37</u></u>

4:30 PM  
10/28/20

**EARTH ENERGY RENEWABLES LLC**  
**Payroll Summary**  
**October 29 - 31, 2020**

<b>Employee</b>					<b>#8</b>	<b>#9</b>
	<b>Hours</b>	<b>Rate</b>	<b>Oct 29 - 31, 20</b>	<b>Hours</b>		
<b>Gross Pay</b>						
Administration Salaries			0.00		0.00	0.00
Engineering Salary			0.00		0.00	0.00
Plant Ops Salary			0.00		4,166.67	4,166.67
R & D Labor			0.00		0.00	0.00
Overtime (x1.5) hourly			408.00		0.00	0.00
Plant Ops Hourly			1,360.00			
<b>Total Gross Pay</b>			<u>80.00</u>		<u>4,166.67</u>	<u>4,166.67</u>
<b>Adjusted Gross Pay</b>			<u>96.00</u>		<u>4,166.67</u>	<u>4,166.67</u>
<b>Taxes Withheld</b>						
Federal Withholding			-142.00		-317.00	-317.00
Medicare Employee			-25.64		-60.41	-60.41
Social Security Employee			-109.62		-258.33	-258.33
Medicare Employee Addl Tax			0.00		0.00	0.00
<b>Total Taxes Withheld</b>			<u>-277.26</u>		<u>-635.74</u>	<u>-635.74</u>
<b>Net Pay</b>			<u><u>96.00</u></u>		<u><u>3,530.93</u></u>	<u><u>3,530.93</u></u>
<b>Employer Taxes and Contributions</b>						
Federal Unemployment			0.00		0.00	0.00
Medicare Company			25.64		60.41	60.41
Social Security Company			109.62		258.33	258.33
TX - Unemployment			0.00		0.00	0.00
<b>Total Employer Taxes and Contributions</b>			<u><u>135.26</u></u>		<u><u>318.74</u></u>	<u><u>318.74</u></u>

4:30 PM  
10/28/20

**EARTH ENERGY RENEWABLES LLC**  
**Payroll Summary**

October 29 - 31, 2020

Employee

Gross Pay

Employee Wages, Taxes and Adjustments

	Hours	Rate	Oct 29 - 31, 20	Hours	Rate	Oct 29 - 31, 20
#10				#11		
Administration Salaries						
Engineering Salary						
Plant Ops Salary	0.00	0.00	0.00	0.00	0.00	0.00
R & D Labor	5,000.00	0.00	0.00	0.00	0.00	0.00
Overtime (x1.5) hourly						
Plant Ops Hourly						
Total Gross Pay	5,000.00	0.00	0.00	3,400.00	0.00	0.00
Adjusted Gross Pay	5,000.00	0.00	0.00	3,400.00	0.00	0.00
Taxes Withheld						
Federal Withholding	-443.00	-268.00	-268.00			
Medicare Employee	-72.50	-49.30	-49.30			
Social Security Employee	-310.00	-210.80	-210.80			
Medicare Employee Addl Tax	0.00	0.00	0.00			
Total Taxes Withheld	-825.50	-528.10	-528.10			
Net Pay	<u><u>4,174.50</u></u>	<u><u>2,871.90</u></u>	<u><u>2,871.90</u></u>			
Employer Taxes and Contributions						
Federal Unemployment	0.00	0.00	0.00			
Medicare Company	72.50	49.30	49.30			
Social Security Company	310.00	210.80	210.80			
TX - Unemployment	0.00	0.00	0.00			
Total Employer Taxes and Contributions	<u><u>382.50</u></u>	<u><u>260.10</u></u>	<u><u>260.10</u></u>			

Overtime (x1.5) hourly

Plant Ops Hourly

Total Gross Pay

Adjusted Gross Pay

Taxes Withheld

Federal Withholding

Medicare Employee

Social Security Employee

Medicare Employee Addl Tax

Total Taxes Withheld

Net Pay

Employer Taxes and Contributions

Federal Unemployment

Medicare Company

Social Security Company

TX - Unemployment

Total Employer Taxes and Contributions

Employee Wages, Taxes and Adjustments

	Hours	Rate	Oct 29 - 31, 20	Hours	Rate	Oct 29 - 31, 20
#10				#11		
Administration Salaries	0.00	0.00	0.00	0.00	0.00	0.00
Engineering Salary	0.00	0.00	0.00	0.00	0.00	0.00
Plant Ops Salary	0.00	0.00	0.00	0.00	0.00	0.00
R & D Labor	5,000.00	0.00	0.00	0.00	0.00	0.00
Overtime (x1.5) hourly	0.00	0.00	0.00	0.00	0.00	0.00
Plant Ops Hourly	0.00	0.00	0.00	0.00	0.00	0.00
Total Gross Pay	5,000.00	0.00	0.00	3,400.00	0.00	0.00
Adjusted Gross Pay	5,000.00	0.00	0.00	3,400.00	0.00	0.00
Taxes Withheld						
Federal Withholding	-443.00	-268.00	-268.00			
Medicare Employee	-72.50	-49.30	-49.30			
Social Security Employee	-310.00	-210.80	-210.80			
Medicare Employee Addl Tax	0.00	0.00	0.00			
Total Taxes Withheld	-825.50	-528.10	-528.10			
Net Pay	<u><u>4,174.50</u></u>	<u><u>2,871.90</u></u>	<u><u>2,871.90</u></u>			
Employer Taxes and Contributions						
Federal Unemployment	0.00	0.00	0.00			
Medicare Company	72.50	49.30	49.30			
Social Security Company	310.00	210.80	210.80			
TX - Unemployment	0.00	0.00	0.00			
Total Employer Taxes and Contributions	<u><u>382.50</u></u>	<u><u>260.10</u></u>	<u><u>260.10</u></u>			

4:30 PM  
10/28/20

**EARTH ENERGY RENEWABLES LLC**  
**Payroll Summary**

October 29 - 31, 2020

Employee	#12		#13	
	Hours	Rate	Hours	Rate
<b>Gross Pay</b>				
Administration Salaries	0.00		0.00	
Engineering Salary	0.00		0.00	
Plant Ops Salary	0.00		0.00	
R & D Labor	1,500.00		2,625.00	
Overtime (x1.5) hourly	0.00		0.00	
Plant Ops Hourly	0.00		0.00	
<b>Total Gross Pay</b>	<b>1,500.00</b>		<b>2,625.00</b>	
<b>Adjusted Gross Pay</b>				
Taxes Withheld				
Federal Withholding	-131.00		-398.00	
Medicare Employee	-21.75		-38.06	
Social Security Employee	-93.00		-162.75	
Medicare Employee Addl Tax	0.00		0.00	
Total Taxes Withheld	<b>-245.75</b>		<b>-598.81</b>	
<b>Net Pay</b>	<b>1,254.25</b>		<b>2,026.19</b>	
<b>Employer Taxes and Contributions</b>				
Federal Unemployment	0.00		0.00	
Medicare Company	21.75		38.06	
Social Security Company	93.00		162.75	
TX - Unemployment	0.00		0.00	
<b>Total Employer Taxes and Contributions</b>	<b>114.75</b>		<b>200.81</b>	

4:30 PM  
10/28/20

**EARTH ENERGY RENEWABLES LLC**  
**Payroll Summary**

October 29 - 31, 2020

Employee

Gross Pay

Employee Wages, Taxes and Adjustments

	Hours #14	Rate	Oct 29 - 31, 20	Hours #15	Rate	Oct 29 - 31, 20
Administration Salaries						
Engineering Salary						
Plant Ops Salary	0.00	2,600.00		0.00	2,320.29	
R & D Labor	0.00	0.00		0.00	0.00	
Overtime (x1.5) hourly	0.00	0.00		0.00	0.00	
Plant Ops Hourly						
Total Gross Pay			2,600.00			2,320.29
Adjusted Gross Pay			2,600.00			2,320.29
Taxes Withheld						
Federal Withholding	-283.00			-212.00		
Medicare Employee	-37.70			-33.64		
Social Security Employee	-161.20			-143.86		
Medicare Employee Addl Tax	0.00			0.00		
Total Taxes Withheld	-481.90			-399.50		
Net Pay			2,118.10			1,930.79
Employer Taxes and Contributions						
Federal Unemployment	0.00			0.00		
Medicare Company	37.70			33.64		
Social Security Company	161.20			143.86		
TX - Unemployment	0.00			0.00		
Total Employer Taxes and Contributions			198.90			177.50

Total Employer Taxes and Contributions

Administration Salaries	0.00	0.00	0.00
Engineering Salary	0.00	0.00	0.00
Plant Ops Salary	2,600.00	2,320.29	2,320.29
R & D Labor	0.00	0.00	0.00
Overtime (x1.5) hourly	0.00	0.00	0.00
Plant Ops Hourly			
Total Gross Pay			2,320.29
Adjusted Gross Pay			2,320.29
Taxes Withheld			
Federal Withholding	-283.00	-212.00	-212.00
Medicare Employee	-37.70	-33.64	-33.64
Social Security Employee	-161.20	-143.86	-143.86
Medicare Employee Addl Tax	0.00	0.00	0.00
Total Taxes Withheld	-481.90	-399.50	-399.50
Net Pay			1,930.79
Employer Taxes and Contributions			
Federal Unemployment	0.00	0.00	0.00
Medicare Company	37.70	33.64	33.64
Social Security Company	161.20	143.86	143.86
TX - Unemployment	0.00	0.00	0.00
Total Employer Taxes and Contributions			177.50

4:30 PM  
10/28/20
**EARTH ENERGY RENEWABLES LLC**  
**Payroll Summary**

October 29 - 31, 2020

**Employee**

	#16		#17		
	Hours	Rate	Oct 29 - 31, 20	Hours	Rate
<b>Employee Wages, Taxes and Adjustments</b>					
<b>Gross Pay</b>					
Administration Salaries			0.00		1,733.33
Engineering Salary			0.00		0.00
Plant Ops Salary			0.00		0.00
R & D Labor			0.00		0.00
Overtime (x1.5) hourly			408.00		0.00
Plant Ops Hourly			1,360.00		0.00
<b>Total Gross Pay</b>			<u>80.00</u>		<u>1,733.33</u>
<b>Adjusted Gross Pay</b>			<u>96.00</u>		<u>1,733.33</u>
<b>Taxes Withheld</b>					
Federal Withholding			-163.00		-95.00
Medicare Employee			-25.64		-25.13
Social Security Employee			-109.62		-107.47
Medicare Employee Addl Tax			0.00		0.00
<b>Total Taxes Withheld</b>			<u>-298.26</u>		<u>-227.60</u>
<b>Net Pay</b>			<u><u>96.00</u></u>		<u><u>1,505.73</u></u>
<b>Employer Taxes and Contributions</b>					
Federal Unemployment			0.00		9.84
Medicare Company			25.64		25.13
Social Security Company			109.62		107.47
TX - Unemployment			0.00		46.80
<b>Total Employer Taxes and Contributions</b>			<u><u>135.26</u></u>		<u><u>189.24</u></u>

4:30 PM  
10/28/20

**EARTH ENERGY RENEWABLES LLC**  
**Payroll Summary**

October 29 - 31, 2020

Employee

	#18		#19		
	Hours	Rate	Oct 29 - 31, 20	Hours	Rate
<b>Employee Wages, Taxes and Adjustments</b>					
<b>Gross Pay</b>					
Administration Salaries			0.00		0.00
Engineering Salary			0.00		5,625.00
Plant Ops Salary			0.00		0.00
R & D Labor			0.00		0.00
Overtime (x1.5) hourly			408.00		0.00
Plant Ops Hourly	16.00	25.50	1,360.00		0.00
<b>Total Gross Pay</b>	<u>80.00</u>		<u>1,768.00</u>		<u>5,625.00</u>
<b>Adjusted Gross Pay</b>	<u>96.00</u>		<u>1,768.00</u>		<u>5,625.00</u>
<b>Taxes Withheld</b>					
Federal Withholding			-38.00		-541.00
Medicare Employee			-25.63		-81.56
Social Security Employee			-109.62		-348.75
Medicare Employee Addl Tax			0.00		0.00
Total Taxes Withheld			<u>-173.25</u>		<u>-971.31</u>
<b>Net Pay</b>	<u><u>96.00</u></u>		<u><u>1,594.75</u></u>		<u><u>4,653.69</u></u>
<b>Employer Taxes and Contributions</b>					
Federal Unemployment			0.00		0.00
Medicare Company			25.63		81.56
Social Security Company			109.62		348.75
TX - Unemployment			0.00		0.00
Total Employer Taxes and Contributions			<u><u>135.25</u></u>		<u><u>430.31</u></u>

4:30 PM  
10/28/20

**EARTH ENERGY RENEWABLES LLC**  
**Payroll Summary**  
**October 29 - 31, 2020**

Employee

	Hours	Rate	Oct 29 - 31, 2020
<b>Employee Wages, Taxes and Adjustments</b>			
Gross Pay			
Administration Salaries			1,733.33
Engineering Salary			11,291.67
Plant Ops Salary			18,570.29
R & D Labor			16,625.00
Overtime (x1.5) hourly	64.00		1,632.00
Plant Ops Hourly			6,035.00
<b>Total Gross Pay</b>			<b>55,987.29</b>
Adjusted Gross Pay	419.00		
Taxes Withheld			
Federal Withholding			-4,934.00
Medicare Employee			-810.35
Social Security Employee			-3,000.03
Medicare Employee Addl Tax			0.00
Total Taxes Withheld			<b>-8,744.38</b>
Net Pay			<b><u><u>419.00</u></u></b>
<b>Employer Taxes and Contributions</b>			
Federal Unemployment		9.84	
Medicare Company		810.35	
Social Security Company		3,000.03	
TX - Unemployment		46.80	
<b>Total Employer Taxes and Contributions</b>			<b><u><u>3,867.02</u></u></b>

## **EXHIBIT 2**

PROMISSORY NOTE

\$60,000.00

CANYON LAKE, TEXAS

For value received, Earth Energy Renewables, LLC, subsequently referred to as the Borrower, promises to pay to the order of Jeffrey J. Wooley and John C. Wooley, P.O. Box 2185, Canyon Lake, TX 78133 or such address as may be designated by the Holder, the sum of Sixty Thousand and 00/100 Dollars (\$60,000.00) together with interest from the date of execution of this note on the outstanding principal balance at 8.0% per annum. If there is an uncured monetary default, the interest rate shall be 18% per annum beginning on the date of default.

Payment Schedule. This Note is due and payable in one payment of all outstanding principal and accrued, unpaid interest on January 29, 2021. Payments will be credited first to accrued interest and other charges, if any, due under this note and then to reduction of principal.

Time and Place of Payment; Late Fee. Payment is due at Holder's address on the due date.

Attorney's Fees. If suit is commenced on this note, the Borrower agrees to pay to the Holder of this note reasonable attorney's fees and expenses.

Default. Failure to pay the outstanding balance when due shall be an event of default.

Waiver of Rights. The Borrower hereby waives presentment, demand, protest, notice of dishonor, notice of protest, notice of intent to accelerate and notice of acceleration.

No usurious interest. It being the parties' intent to strictly comply with all applicable usury laws, it is agreed that the maximum amount of interest due under this note shall not at any time exceed the maximum amount of interest allowed by law, any other provisions of this note to the contrary notwithstanding. This note shall be construed to this effect.

Security. This note is unsecured.

Law Governing. This note shall be construed under and governed by the laws of the State of Texas and is performable in Comal County, Texas.

Business Purposes. Borrower represents and warrants to Lender that the loan evidenced by this note is for business purposes only and is not for personal or consumer purposes. Borrower acknowledges that Lender is relying upon such representation in making the loan and would not make the loan but for such representation.

**BORROWER ACKNOWLEDGES THAT THE LENDER HAS MADE NO REPRESENTATION THAT THE LENDER WILL REFINANCE THE INDEBTEDNESS EVIDENCED HEREBY OR EXTEND CREDIT, AT MATURITY OF THIS NOTE OR OTHERWISE, TO BORROWER, ANY GUARANTOR OF THIS NOTE OR ANY OTHER PARTY CONNECTED IN ANY WAY WITH THIS NOTE. THIS NOTE REPRESENTS THE FINAL AGREEMENT BETWEEN THE PARTIES AND MAY NOT BE CONTRADICTED BY EVIDENCE OF PRIOR, CONTEMPORANEOUS OR SUBSEQUENT ORAL AGREEMENT OF THE PARTIES. ANY AMENDMENT OR MODIFICATION OF THIS NOTE SHALL BE IN WRITING AND SIGNED BY THE PARTY BOUND THEREBY.**

Dated: October 30, 2020

BORROWER:  
Earth Energy Renewables, LLC

By: \_\_\_\_\_  
Jeffrey J. Wooley, Manager

By: \_\_\_\_\_  
John C. Wooley, Manager

Label Matrix for local noticing

0542-5

Case 20-51780-rbk

Western District of Texas

San Antonio

Sun Oct 25 22:39:00 CDT 2020

ARA EER Holdings, LLC

5300 Memorial Dr. Ste. 500

Houston, TX 77007-8228

Earth Energy Renewables, LLC

Po Box 2185

Attn Jeff Wooley, Manager

Canyon Lake, TX 78133-0009

American Biochemicals

2151 Harvey Mitchell Pkwy S

College Sta, TX 77840-5281

Ara EER Holdings, LLC

c/o John P. Melko

Foley & Lardner LLP

1000 Louisiana Street, Ste. 2000

Houston, TX 77002-5018

Arrow Engineering

260 Pennsylvania Ave

Hillside, NJ 07205-2636

BMW Group LLC

Po Box 6713

Bryan, TX 77805-6713

Brazos County

Kristeen Roe, Tax A/c

4151 County Park Ct

Bryan, TX 77802-1430

CardmemberVISA

PO Box 79408

Saint Louis, MO 63179-0408

Carl Frampton

3838 Walden Estates Dr

Montgomery, TX 77356-8917

Concurrencies

Adriaan van Bleijenburgstraat 22

3311LB Dordrechi

Kingdom of the Netherlands

Dunaway/UDG

550 Bailey Ave, Suit...

Fort Worth, TX 76107-2155

Dunn Heat Exchangers, Inc

Po Box 644003

Dallas, TX 75264-4003

EE-TDF Cleveland LLC

1400 S Travis Ave

Cleveland, TX 77327-8403

Eddie Hare

5855 Foster Rd

Bryan, TX 77807-9771

Endress + Hauser, Inc

Dept 78795

Detroit, MI 48278-0795

Feldman Plumbing Company

Po Box 9700

College Sta, TX 77842-7700

First Glendenan Advisors LLC

C/O Andreas Vietor

5128 Applegate Lane

Dallas, TX 75287

Frontier

43218 Business Park Dr Ste 103

Temecula, CA 92590-3601

Global Management Partners

1701 Directors Boulevard Suite 300

Austin, TX 78744-1044

Hamilton Clark Sustainable Cap

1701 Pennsylvania Avenue NW Suite 200

Washington, DC 20006-5823

Jeffery Wooley

Po Box 2185

Canyon Lake, TX 78133-0009

John Wooley

Po Box 684707

Austin, TX 78768-4707

Lipid Technologies LLC

1600 19th Ave Sw

Austin, MN 55912-1778

Lowes

3255 Freedom Blvd

Bryan, TX 77802

MCHAM LAW

9414 Anderson Mill Rd

Austin, TX 78729-4428

Norton Rose Fulbright

Po Box 122613

Dallas, TX 75312-2613

O'Keefe IP Counseling

8127 Mesa Dr. B206-62

Austin, TX 78759-8774

Omeara Consulting LLC  
407 Sinclair Ave Se  
Cedar Rapids, IA 52403-1828

Praxair  
Po Box 120812  
Dallas, TX 75312-0812

Puffer Sweiven  
Po Box 301124  
Dallas, TX 75303-1124

S-Con Services Inc  
Po Box 394  
Bryan, TX 77806-0394

Saenz  
9155 White Creek Road  
College Station, TX 77845-6123

Service Tech  
Po Box 1101  
Bryan, TX 77806-1101

Steven Swanson Consulting LLC  
11807 Legend Manor Dr  
Houston, TX 77082-3079

Texas A & M University  
Dept of Chemistry  
Fin Mgmt Ops, AR Dept  
6000 Tamu  
College Sta, TX 77843-0001

VWR International LLC  
PO Box 640169  
Pittsburgh, PA 15264-0169

Williams Scotsman, Inc  
Po Box 91975  
Chicago, IL 60693-1975

Zeep Incorporated  
13505 Galleria Cir Ste W-200  
Austin, TX 78738

Eric Terry  
Eric Terry Law, PLLC  
3511 Broadway  
San Antonio, TX 78209-6513

## Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE WESTERN DISTRICT OF TEXAS  
SAN ANTONIO DIVISION**

**IN RE:** § **CASE NO. 20-51780-RBK**  
§  
**EARTH ENERGY RENEWABLES, LLC** §  
§  
§  
§  
**DEBTOR** § **CHAPTER 11**  
§ **SUBCHAPTER V**

**ORDER GRANTING MOTION TO INCUR UNSECURED DEBT  
PURSUANT TO 11 U.S.C. § 364(B)**

On this day, at San Antonio, Texas, came before the Court for expedited hearing the Motion to Incur Unsecured Debt pursuant to 11 U.S.C. § 364(b) (the “Motion”), filed in this Chapter 11 proceeding by the Debtor in Possession, Earth Energy Renewables, LLC, (the “Debtor”). The Debtor appeared through its attorney of record, Frank B. Lyon. Other parties in interest appeared, as announced on the record in open Court.

The Court finds, based upon the representations of Debtor's counsel, that notice is proper in that a copy of the Motion, together with notice of the time, date and place of the expedited hearing on the Motion, was served upon each of the parties entitled to notice under Title 11, United States Code, the Federal Rules of Bankruptcy Procedure and the Local Rules of this Court. The Court further finds that no objections to the Motion were filed by any person and no party appeared in opposition to the Motion.

Having considered the Motion and the evidence and arguments of counsel, the Court finds: that the Motion is proper; that it is critical to the operation of the Debtor's business, and to the Debtor's reorganization efforts, that it be permitted to incur unsecured debt pursuant to 11 U.S.C. § 364(b) in the amount of \$60,000.00 on the terms that are set forth in the Motion.

IT IS THEREFORE ORDERED that the Motion is hereby GRANTED, and the Debtor is hereby authorized to incur unsecured debt pursuant to 11 U.S.C. § 364(b) on the form attached hereto as Exhibit A.

# # #

This Order was prepared and submitted by  
Frank B. Lyon  
TWO FAR WEST PLAZA, Suite 170  
Austin, Texas 78731  
512-345-8964 / Fax 512-647-0047  
[frank@franklyon.com](mailto:frank@franklyon.com)

# **EXHIBIT A**

PROMISSORY NOTE

\$60,000.00

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Dated: October 30, 2020

BORROWER:  
Earth Energy Renewables, LLC

By: \_\_\_\_\_  
Jeffrey J. Wooley, Manager

By: \_\_\_\_\_  
John C. Wooley, Manager